

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 22100-E FILED

OCT 11 '05 4-47 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

October 9, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 9, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22100.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Colorado & Wyoming Railway Company
2100 South Freeway
Pueblo, CO 81004

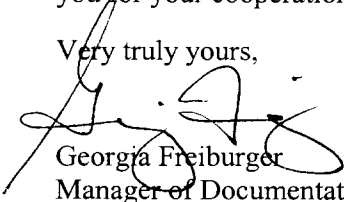
A description of the railroad equipment covered by the enclosed document is fifty (50) 66' gondola cars, with sides, with NOKL marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(CW010)

RECORDATION NO. 22100-E FILED

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ASSGN. NO. CW010

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

9th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of September, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Colorado & Wyoming Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 15, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 9th day of September, 2005.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of September, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

COLORADO & WYOMING RAILWAY COMPANY

By: A. Morelle Cheney

Name: A. MORELLE CHENEY

Title: Vice President and COO

ATTEST:

By: Calvin A. Hamler, CPA

Name: Calvin A. Hamler

Title: Controller

Executed on this 7th day of September, 2005.

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Pueblo

I, Edward G. Arlen, a Notary Public of the County and State aforesaid, certify that A. Morelle Cheney personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of September, 2005.

Edward G. Arlen
Notary Public

Commission Expires:

05/02/2009
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 66' gondola cars with 5'6" sides, 286,000 lb. capacity, Cardwell Westinghouse AAR M-901-E. Mark 50 Draft Gears

CAR NUMBERS:

NOKL 360000	NOKL 360172
NOKL 360005	NOKL 360174
NOKL 360009	NOKL 360175
NOKL 360011	NOKL 360180
NOKL 360013	NOKL 360181
NOKL 360014	NOKL 360184
NOKL 360037	NOKL 360186
NOKL 360038	NOKL 360191
NOKL 360040	NOKL 360192
NOKL 360041	NOKL 360195
NOKL 360042	NOKL 360197
NOKL 360043	
NOKL 360049	
NOKL 360054	
NOKL 360058	
NOKL 360065	
NOKL 360071	
NOKL 360074	
NOKL 360080	
NOKL 360085	
NOKL 360091	
NOKL 360093	
NOKL 360094	
NOKL 360095	
NOKL 360098	
NOKL 360102	
NOKL 360111	
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